

# **EXHIBIT 5**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., et al., <sup>1</sup>	)	Case No. 01-01139 (KJC)
	)	(Jointly Administered)
Reorganized Debtors.	)	
	)	

**SUMMARY APPLICATION OF VENABLE LLP FOR COMPENSATION FOR  
SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY  
COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE MONTHLY INTERIM  
PERIOD FROM NOVEMBER 1, 2010 THROUGH NOVEMBER 30, 2010**

Name of Applicant:	<u>Venable LLP ("Venable")</u>
Authorized to Provide Professional Services to:	<u>W. R. Grace &amp; Co., et al., Debtors and Debtors-in-Possession</u>
Date of Retention:	<u>Retention Order entered June 24, 2009, effective as of May 22, 2009</u>
Period for which compensation and reimbursement is sought:	<u>November 1, 2010 through November 30, 2010</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$7,484.00</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$1,692.58</u>
This is a <u>  x  </u> monthly <u>      </u> interim <u>      </u> final application.	

<sup>1</sup> The Reorganized Debtors comprise the following 17 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., Darex Puerto Rico, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace PAR Corporation, W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Guanica Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), and Water Street Corporation.

This is Venable's monthly application for interim compensation of services for the interim fee period November 1, 2010 through November 30, 2010 (the "Fee Period"). The following applications were filed in the Chapter 11 cases:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
November 5, 2009	11/1/2008-6/30/2009	\$709,294.00	\$6,405.06	\$706,595.00	\$6,405.06
November 5, 2009	7/1/2009-7/31/2009	\$50,849.50	\$75,008.99	Interim approval <sup>2</sup>	Interim approval
November 24, 2009	8/1/2009-8/31/2009	\$134,090.00	\$102,335.48	Interim approval	Interim approval
November 24, 2009	9/1/2009-9/30/2009	\$306,602.00	\$118,095.92	Interim approval	Interim approval
November 24, 2009	July-September 2009	\$491,541.50	\$295,440.39	\$491,292.50	\$295,440.39
February 26, 2010	10/1/2009-10/31/2009	\$479,238.00	\$266,326.39	Interim approval <sup>3</sup>	Interim approval
April 16, 2010	11/1/2009-11/30/2009	\$398,519.00	\$163,488.22	Interim approval	Interim approval
April 30, 2010	12/1/2009-12/31/2009	\$305,242.96	\$108,454.93	Interim approval	Interim approval
May 3, 2010	October-December 2009	\$1,182,999.96	\$538,269.54	\$1,179,018.46	\$538,269.54
May 19, 2010	1/1/2010-1/31/2010	\$271,084.25	\$97,840.12	Interim approval <sup>4</sup>	Interim approval
May 19, 2010	2/1/2010-2/28/2010	\$157,136.50	\$17,784.35	Interim approval	Interim approval
May 19, 2010	3/1/2010-3/31/2010	\$7,968.00	\$640.70	Interim approval	Interim approval
May 19, 2010	January-March 2010	\$436,188.75	\$116,265.17	\$436,188.75	\$116,265.17
August 18, 2011	4/1/2010-4/30/2010	\$2,500.00	\$162.02	Interim approval	Interim approval <sup>5</sup>

<sup>2</sup> The fees and expenses requested in the July through September 2009 interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on March 19, 2010.

<sup>3</sup> The fees and expenses requested in the October through December 2009 interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on June 7, 2010.

<sup>4</sup> The fees and expenses requested in the January through March 2010 interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on September 13, 2010.

<sup>5</sup> The fees and expenses requested in the April and May 2011 interim monthly application were approved on an interim basis pursuant to the order entered by this Court on September 20, 2011.

August 18, 2011	5/1/2010-5/31/2010	\$9,000.00	\$3.50	Interim approval	Interim approval
August 18, 2011	April-June 2010	\$11,500.00	\$165.52	\$11,500.00	\$165.52

The Venable attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Jeffrey P. Ayres	Partner	1977	Litigation	\$525.00	.3	\$157.50
Elizabeth R. Hughes	Partner	1981	Business	\$580.00	15.4	\$8,932.00
Monica E. Klein	Associate	2004	Business	\$320.00	3.1	\$992.00
Heather L. Mitchell	Associate	2002	Litigation	\$435.00	.7	\$304.50
Eric R. Smith	Partner	1997	Business	\$390.00	6.4	\$2,496.00
<b>Total for all attorneys</b>						<b>\$12,882.00</b>
<b>(Less write-off)</b>						<b>(\$5,398.00)</b>
<b>Total</b>						<b>\$7,484.00</b>

<b>Grand Total for Fees (before write-off)</b>	<b>\$12,882.00</b>
<b>Grand Total for Fees (after write-off)</b>	<b>\$7,484.00</b>
<b>Blended Rate (after write-off)</b>	<b>\$288.96</b>

#### Compensation by Matter

Matter Description	Total Billed Hours	Total Fees Requested
Advice Concerning Corporate and Securities Matters (including Confidential Matters)	24.9	\$12,420.00
Advice Concerning Labor and Employment Matters	1.0	\$462.00
<b>Total</b>		<b>\$12,882.00</b>
<b>(Less write-off)</b>		<b>(\$5,398.00)</b>
<b>Total</b>		<b>\$7,484.00</b>

**Expense Summary**

<b>Service Description</b>	<b>Amount</b>
Filing Fees – Statutory Representation in DE	\$168.78
Legal Research/Lexis	\$747.00
Legal Research/Westlaw	\$774.18
Long Distance Telephone	\$0.22
Reproduction Costs	\$2.40
<b>Total of Expenses</b>	<b>\$1,692.58</b>

**WHEREFORE**, Venable respectfully requests (a) that the fees and expenses herein be authorized and approved as administrative expenses of the Debtors' estates as requested in the Interim Application for Compensation for Services and Reimbursement of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Thirty-Eighth through Fiftieth Quarters from July 1, 2010 through September 30, 2013, filed simultaneously herewith; and (b) that this Court grant such other relief as is equitable and just.

Wilmington, Delaware  
Dated: May 1, 2014

Respectfully submitted,

VENABLE LLP

/s/ Darek S. Bushnaq

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Special Counsel for the Debtors and Debtors in Possession

Monthly Statement of Venable LLP Fee  
Detail November 1, 2010 through November 31, 2010

Advice Concerning Corporate and Securities Matters (including Confidential Matters)

TKPR	DATE	HRS	RATE	AMT	NARRATIVE
HUGHES, ELIZABETH R.	11/4/2010	0.20	580.00	116.00	TELEPHONE CONFERENCE WITH
HUGHES, ELIZABETH R.	11/10/2010	2.30	580.00	1,334.00	READ SECTION 16 EMAIL FROM M. CONRON AND RELATED MATERIALS; CONFERENCE WITH M. KLEIN; READ RESEARCH; EMAIL TO M. CONRON
KLEIN, MONICA E.	11/10/2010	0.70	320.00	0.00	CONFER WITH E. HUGHES REGARDING SECTION 16 ISSUES; RESEARCH REGARDING SAME
HUGHES, ELIZABETH R.	11/11/2010	0.50	580.00	0.00	RESEARCH APB QUESTION
HUGHES, ELIZABETH R.	11/11/2010	0.40	580.00	232.00	TELEPHONE CONFERENCE WITH E. FILON
KLEIN, MONICA E.	11/11/2010	0.50	320.00	0.00	CONFER WITH E. HUGHES; RESEARCH APB 23 MATTERS
HUGHES, ELIZABETH R.	11/12/2010	0.30	580.00	174.00	TELEPHONE CONFERENCE WITH
HUGHES, ELIZABETH R.	11/12/2010	0.50	580.00	290.00	REVIEW TRANSMITTAL LETTER; AND RELATED DOCUMENTS; EMAIL
HUGHES, ELIZABETH R.	11/12/2010	2.50	580.00	1,450.00	WORK ON APB 23 QUESTION
HUGHES, ELIZABETH R.	11/15/2010	0.80	580.00	464.00	REVIEW ; REVIEW
HUGHES, ELIZABETH R.	11/15/2010	0.30	580.00	174.00	CONFERENCE WITH E. SMITH
HUGHES, ELIZABETH R.	11/15/2010	0.40	580.00	232.00	REVIEW COMMENT LETTERS REGARDING APB 23; TELEPHONE CONFERENCE WITH E. SMITH
HUGHES, ELIZABETH R.	11/15/2010	0.50	580.00	290.00	REVIEW 10-K EXCERPTS
SMITH, ERIC R.	11/15/2010	6.40	268.13	1,716.00	RESEARCH ; REVIEW RELATED ; CALLS AND E-MAILS WITH B. HUGHES RE
HUGHES, ELIZABETH R.	11/17/2010	0.20	580.00	0.00	FOLLOW EMAILS
HUGHES, ELIZABETH R.	11/17/2010	0.20	580.00	116.00	TELEPHONE CONFERENCE WITH
HUGHES, ELIZABETH R.	11/18/2010	0.20	580.00	0.00	FOLLOW EMAILS
HUGHES, ELIZABETH R.	11/19/2010	0.70	580.00	0.00	TELEPHONE CONFERENCE WITH ; TELEPHONE CONFERENCE WITH ; EMAILS
HUGHES, ELIZABETH R.	11/19/2010	1.20	580.00	696.00	ATTENTION TO
HUGHES, ELIZABETH R.	11/20/2010	0.20	580.00	0.00	EMAILS TO
HUGHES, ELIZABETH R.	11/20/2010	0.40	580.00	0.00	CONSIDER
HUGHES, ELIZABETH R.	11/21/2010	0.30	580.00	0.00	REVIEW
HUGHES, ELIZABETH R.	11/21/2010	0.50	580.00	0.00	REVIEW
HUGHES, ELIZABETH R.	11/21/2010	0.30	580.00	0.00	CONFERENCE WITH
KLEIN, MONICA E.	11/21/2010	1.30	320.00	0.00	ATTENTION TO ; CONFER WITH
HUGHES, ELIZABETH R.	11/22/2010	2.50	580.00	0.00	WORK ON
				<b>7,284.00</b>	

**Advice Concerning Labor and Employment Matters**

TKPR	DATE	HRS	RATE	AMT	NARRATIVE
MITCHELL, HEATHER L.	11/15/2010	0.20	200.00	40.00	REVIEW IME; DRAFT EMAIL TO H. MCDONNELL
MITCHELL, HEATHER L.	11/22/2010	0.50	200.00	100.00	REVIEW ISSUES; DRAFT EMAIL TO H. MCDONNELL; DRAFT REQUEST FOR CONTINUATION OF HEARING
AYRES, JEFFREY P.	11/30/2010	0.30	200.00	60.00	TELEPHONE OPPOSING COUNSEL RE EXTENSION; FILE REQUEST FOR EXTENSION
				<b>200.00</b>	
				<b>7,484.00</b>	

\* In the interest of billing judgment, \$5,398.00 was written off for the period November 1, 2010 through November 30, 2010. These fees reflect these reductions.

**Monthly Statement of Venable LLP Expense Detail**  
**November 1, 2010 through November 30, 2010**

11/15/2010	COMPUTER RESEARCH	774.18 <b>774.18</b>	WESTLAW BUSINESS-ERIC SMITH
11/10/2010	INTERNAL REPRODUCTION COSTS	2.40	PHOTOCOPIES MADE BY HUGHES, ELIZABETH R.
11/23/2010	INTERNAL REPRODUCTION COSTS	0.00 <b>2.40</b>	PHOTOCOPIES MADE BY DAVIS, SHARON G.
11/15/2010	LEGAL RESEARCH/LEXIS	747.00 <b>747.00</b>	ERIC SMITH
11/19/2010	LONG DISTANCE TELEPHONE	0.11	LONG DISTANCE CALL MADE BY HUGHES, ELIZABETH R.
11/19/2010	LONG DISTANCE TELEPHONE	0.11 <b>0.22</b>	LONG DISTANCE CALL MADE BY HUGHES, ELIZABETH R.
11/13/2010	OTHER	168.78 <b>168.78</b>	STATUTORY REPRESENTATION IN DELAWARE
		<b>1,692.58</b>	